

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
           )  
 W. R. GRACE & CO., et al.,         ) Case No. 01-01139 (JKF)  
   ) (Jointly Administered)  
    )  
    Debtors. )  
    )  
    )

**COMPENDIUM OF EXHIBITS TO JOINT PRE-TRIAL MEMORANDUM OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND BANK  
LENDER GROUP IN OPPOSITION TO CONFIRMATION OF FIRST  
AMENDED JOINT PLAN OF  
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

<u>Exhibit</u>	<u>Title</u>
Ex. 1	Affidavit of Charles O. Freedgood of JPMorgan Chase Bank, N.A., admitted into evidence by agreement during the "Phase I" confirmation hearings and filed June 26, 2009 and June 30, 2009
Ex. 2	Debtors' Disclosure Statement for the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders Dated as of February 27, 2009 (excerpts)
Ex. 3	Debtors' Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreements Dated as of May 14, 1998 and May 5, 1999, dated June 13, 2008
Ex. 4	Memorandum Opinion, <i>In re W.R. Grace &amp; Co., et al.</i> , No. 01-1139, 2009 WL 1469831, at 2 n.3 (Bankr. D. Del. May 19, 2009)
Ex. 5	June 18, 2009 Transcript of Proceedings Before The Honorable Judith K.

	Fitzgerald (excerpts)
Ex. <u>6</u>	June 22, 2009 Transcript of Proceedings Before The Honorable Judith K. Fitzgerald (excerpts)
Ex. <u>7</u>	Responses & Objections of Debtors to Official Committee of Unsecured Creditors of W.R. Grace & Co. and Bank Lender Group's First Request for Production of Documents, First Set of Interrogatories, and First Request for Admissions (excerpts)
Ex. <u>8</u>	First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (February 27, 2009) (excerpts)
Ex. <u>9</u>	Official Committee of Equity Holders' Responses & Objections to the Official Committee of Unsecured Creditors of W.R. Grace & Co.'s and Bank Lender Group's First Set of Interrogatories (excerpts)
Ex. <u>10</u>	Declaration of Kevin A. Martin Certifying Tabulation of Ballots Regarding Vote on First Amended Joint Plan of Reorganization (excerpts)
Ex. <u>11</u>	Letter agreement dated January 12, 2005
Ex. <u>12</u>	Amended Joint Plan of Reorganization (Jan. 13, 2005) (excerpts)
Ex. <u>13</u>	Amended Disclosure Statement for the Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (Jan. 13, 2005) (excerpts)
Ex. <u>14</u>	Debtors Form 10K and Ex. 99-1 (Mar. 7, 2005)
Ex. <u>15</u>	E-mail from Arlene Krieger to Janet Baer (with draft Plan Support Agreement Attached) (Feb. 18, 2005)
Ex. <u>16</u>	E-mail from Janet Baer to Arlene Krieger (with K&E comments to draft Plan Support Agreement attached) (Mar. 16, 2005)
Ex. <u>17</u>	E-mail from R. Tarola, CFO of Grace, to T. Maher, Chairman of Creditors' Committee (Feb. 14, 2006)
Ex. <u>18</u>	Letter Agreement dated February 27, 2006
Ex. <u>19</u>	E-mail from J. Baer to R. Tarola, M. Shelnitz, et. al. (Feb. 27, 2006)
Ex. <u>20</u>	April 7, 2008 Transcript of W.R. Grace & Co. Conference Call
Ex. <u>21</u>	April 21, 2008 Letter by the Bank Lender Group to W.R. Grace's counsel

Ex. <u>22</u>	S. Rep. No. 95-989, at 120 (1978) (excerpt)
Ex. <u>23</u>	H.R. Rep. No. 95-595, at 353 (1977) (excerpt)
Ex. <u>24</u>	H. Rep. No. 95-595 at 348 (1977) (excerpt)
Ex. <u>25</u>	Debtors' Trial Brief in Support of Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreement dated as of May 14, 1998 and May 5, 1999, dated Sept. 5, 2008 (excerpt)
Ex. <u>26</u>	140 Cong. Rec. H10,768 (daily ed. Oct. 4, 1994) (excerpt)
Ex. <u>27</u>	W.R. Grace & Co. stock quote at: <a href="http://www.nyse.com/about/listed/lcddata.html?ticker=GRA">http://www.nyse.com/about/listed/lcddata.html?ticker=GRA</a>
Ex. <u>28</u>	Official Committee of Equity Security Holders' Memorandum in Support of Debtors' Motion to Exclude Certain Expert Opinions Relating to Current Future Asbestos Personal Injury Liability, dated Dec. 7, 2007 (excerpt)
Ex. <u>29</u>	140 Cong. Rec. H10,752 (daily ed. Oct 4, 1994) (excerpt)
Ex. <u>30</u>	Transcript, In Re Adelphia Commc'ns, No. 02-41729 (Bankr. S.D.N.Y. Apr. 27, 2006)
Ex. <u>31</u>	Transcript, <i>In re Loral Space &amp; Commc 'ns Ltd.</i> , No. 03-41710 (Bankr. S.D.N.Y. July 25, 2005) (excerpt)
Ex. <u>32</u>	July 21, 2008 Transcript of Proceedings Before the Honorable Judith K. Fitzgerald (excerpt)
Ex. <u>33</u>	Compendium of Unreported Cases